

DOUG MARCILLE

PROFESSIONAL EXPERIENCE

August 2004 – Present

U.S. Gas & Electric, Inc. – Director, CEO & President

- CEO, President and Director of an energy service (ESCO) and developmental natural gas well drilling company.
- Promoted from CFO position after successfully turning around the company's retail gas operations, overseeing its natural gas well drilling operations and improving its overall financial condition.
- As CEO and President, have successfully managed all aspects of operations, finance, marketing, human resources and investor relations to position the company to continue to grow revenue at an annual rate of over 100% (5 years in a row).
- Designed and implemented a paperless operating model that currently has over a \$200,000,000 annual run rate.
- In less than 5 years, led the company from 2 employees, \$3,000,000 revenue and 1,000 customers to 175 employees, \$177,000,000 revenue and over 70,000 customers.
- Designed and executed a \$43,000,000 refinancing with \$18,000,000 of risk capital and \$25,000,000 of senior debt from a public closed end fund and a major merchant bank.
- Personally arranged debt financing of \$15,675,000 to meet working capital requirements, including costs associated with capital restructuring, from five unaffiliated lenders.

January 2003 – August 2004

U.S. Gas & Electric, Inc. – CFO

- CFO of an energy service (ESCO) and developmental natural gas well drilling company.
- Hired to replace outgoing President/CFO and turn around the company's history of continuing net losses.
- Analyzed and then terminated unprofitable New Jersey retail gas model and related operations after determining that limited company resources would be better deployed elsewhere.
- Created a new retail gas operation from the ground up in 2 New York utility districts. Implemented computer systems and electronic databases that are compliant with the NY Public Service Commissions Electronic Data Interface program. Traveled to NY and personally closed the company's single largest account.
- Substantially reduced operating costs from a high of over \$400,000 per month to a low of under \$50,000 per month.
- Responsible for all financial functions including accounting, budget, credit, insurance, tax, and treasury.

KEVIN MCMINN

PROFESSIONAL EXPERIENCE

Financial and Administrative Responsibilities

As President of ESPI during 2008 and 2009 Mr. McMinn had sole responsibility for Profit and Loss and driving the company to \$80 million in revenues. He successfully managed all aspects of Operations, Finance, Marketing, Human Resources, Investor Relations, and other Administrative responsibilities to position the company for continued growth, including:

- Re-organization of separate divisions into a cohesive business entity with a single management team;
- Worked directly with CFO in obtaining financial support, securing \$30 million in credit facilities for growth initiatives in a down market;
- Participated in activities leading to the \$44.5 million acquisition of ESPI by USG&E and MVC Capital.

In 2003 Mr. McMinn founded Lucid Solutions Inc. a provider of Business and IT Consulting Services to energy industry clients including Reliant, Entergy, Shell Energy North America, Stream Energy and Florida Power & Light. During the next five years in addition to his Profit and Loss, Operations, Marketing, and Administrative functions, he maintained personal responsibility for all aspects of the Finance, Accounting and Treasury functions of the organization.

From 1987 to 1996 Mr. McMinn was the COO of DAK Composite Structures an aerospace and defense composites products manufacturing firm. DAK brought Mr. McMinn in to turnaround the business following a major relocation and several years of declining revenues. During his tenure with DAK Mr. McMinn overhauled the company from the ground up:

- Evaluated the existing business model to establish why company was failing, identifying existing contracts and new revenue opportunities, generated budgets and forecasts to determine viability, creating new business plan, securing bank financing totaling \$45 million over three years, locating and negotiating state-funded programs for

- worker training, revamping operational infrastructure and rebuilding relationships with vendors and customers;
- Increasing revenues from \$3 million to \$100 million over 5 years;
- Managing Profit and Loss and other Financial and Administrative issues for the company.

Technical & Buying/Selling Power in Wholesale Markets

Mr. McMinn has over 9 years of experience with the buying and selling of power and energy and risk management in wholesale markets. This experience includes, but is not limited to the procurement from the ISO managed markets as well as bilateral transactions with individual counterparties. He has performed these duties in various roles (Consultant or Employee) and markets for:

- ESPI - 2008 to Present in NYISO;
- Shell Energy North America - 2006 to 2008 in ERCOT, NYISO, PJM and CAISO;
- Entergy Corp – 2001 to 2006 in ERCOT, NYISO and ISO-NE.

Power Scheduling

Mr. McMinn has several years experience in wholesale power scheduling in PJM in various consulting roles, during 2004 through 2008 for Reliant Energy, Shell Energy North America and Direct Energy Services. This experience includes load and power scheduling, training and management of applications development for supporting the scheduling and deal tracking functions.

Electric System Operational Experience

Mr. McMinn has over four years of electrical system operational experience.

- While at ESPI Mr. McMinn oversaw the energy consulting processes designed to bring addition value to key customers. Through this work, Mr. McMinn has developed and maintained a practical working knowledge and understanding of all aspects of electric system operations. Services provided included, but were not limited to:
 - Customer education on power factor correction;
 - Meter data validation;
 - Assisting with customer disputes of demand meter installations;
 - Facility audits and working with NYSEERDA to find conservation and equipment upgrade solutions.
- At Stepan Chemical Mr. McMinn was responsible for energy management programs, development of conservation measures, electric equipment retrofits and upgrades, meter data validation and power factor correction projects.

August 2009 – Present

U.S. Gas & Electric, Inc. - VP, Energy Supply & Regulatory

- Maintain contact with federal, state and local regulatory authorities, meeting regularly with members of or participating at committee meetings at FERC, NERC, state public service commissions, Independent System Operators (ISO) and utilities.
- Development of products and processes required for market entry and support of customer base within USG&E's service footprint.

January 2008 – August 2009

Energy Services Providers, Inc. - Exec VP & Board Member

Energy Services Providers of Texas, Inc. - President & CEO

Energy Services Providers of New England, Inc. - President & CEO

Energy Services Providers, Inc. (ESPI) supplies electricity and a variety of other energy cost savings services in several states. Prior to its acquisition by USG&E ESPI was one of the fastest growing electricity suppliers in the State of New York with \$80 million in annual revenues and was developing a footprint in the Texas, Massachusetts & Connecticut retail energy markets. ESPI provided consulting on energy management and conservation services to its key customers to ensure that they have a full understanding of demand side management, energy usage, metering, etc.

During his tenure with ESPI Kevin lead initiatives bringing the company to recognition as #9 of the Top 10 Energy Companies on the INC500 for 2008. Kevin had direct responsibility for the marketing, promotion, delivery and quality of programs, products and services. In doing so Kevin assured that the organization and its mission, programs, products and services consistently presented a strong, positive image to relevant stakeholders.

January 2003 – January 2008

Lucid Solutions, Inc. - President

Lucid Solutions, Inc. is a provider of Business and IT Consulting Services to energy industry clients including Reliant, Entergy, Shell Energy North America, Stream Energy and Florida Power & Light. Kevin has provided consulting services for the development of organic startups or acquisitions within the Retail Power and Gas Markets for Entergy Solutions, Ltd., FPL/Gexa Energy, Energy Services Providers of TX, Ambridge Energy, EnTouch, Mega Energy and others. These services have included organizational development, applications selection or development, risk management, regulatory advisory services and business advisory services. In addition, Kevin has provided guidance, project/program management and expertise to facilitate various companies' entry into – and operations management in – deregulated energy markets for power and natural gas in Texas, California, Connecticut, Georgia, Illinois, Maryland, Massachusetts, New Jersey, New York and Pennsylvania.

September 2001 – January 2003

Xansa Inc. - Senior Principle Consultant

Xansa, Inc is a leading international business process consulting and information technology company within the energy industry. During his tenure with Xansa Kevin provided marketing, program/project management and operational expertise as well as business recommendations to energy, retail and financial companies worldwide. Clients included TXU, Entergy, Direct Energy, Centrica/British Gas Europe, Guinness GDV in Europe and North America, and RBS/Royal Bank of Scotland Europe.

His energy related services specialized in:

- Providing knowledge of risk management and deregulation. Included an understanding of new markets, market roles and tariffs and as well as their impacts on wholesale and retail suppliers, distribution and transmission.
- Successfully developed/implemented transaction/settlement, risk management and enrollment/ billing processes and systems for wholesale and retail energy operations. Including the following wholesale markets: ERCOT, PJM, MISO, NYISO, NEPOOL.

June 1999 – September 2001

Stepan Chemical – Commodities Manager, Energy & MRO

Stepan Chemicals is a global manufacturer of specialty and intermediate chemicals. Kevin managed their \$350 million worldwide energy portfolio, including hedging natural gas, fuel oil and electric contracts and futures as well as launching a successful new biofuel product. Responsible for energy management programs, development of conservation measures and onsite generation at facilities. Mr McMinn worked directly with Public Utilities Commissions and Commerce Commissions to represent the interests of Stepan Company concerning deregulation issues, specifically deregulation's impact on the energy markets and the industrial customer. Additionally, Kevin managed, directed and personally participated in marketing programs including networking and public speaking with industry organizations, exhibiting at trade shows, print advertising and promotional campaigns for the biofuel product line.

1987 – 1996

DAK Composite Structures – Chief Operating officer

The owner of DAK, a small aerospace/defense composite products manufacturing firm, brought Mr. McMinn in to turnaround the business following a major relocation and several years of declining revenues. Mr McMinn had full sales, manufacturing, financial reporting and P&L responsibility.

- Overhauled company from the ground up, increasing revenues from \$3 million to \$100 million over 5 years. Included evaluating existing business model to establish why company was failing, identifying existing contracts and new revenue opportunities, generated budgets and forecasts to determine viability, creating new business plan, securing bank financing totaling \$45 million over three years, locating and negotiating state-funded programs for worker training, revamping operational infrastructure and rebuilding relationships with vendors and customers.
- Aggressively sought new business through contracts with the Air Force, while developing the internal capabilities to meet increasing production demands.
- Grew staff from a 7-person to a 64-person operation within 36 months. Included recruiting, training and managing personnel in the areas of marketing, sales, manufacturing, quality control and middle management.

GREG TAFFET

PROFESSIONAL EXPERIENCE

Electric System Operational Experience

Mr. Taffet has 5 years of electrical system operational experience. During his tenure at MxEnergy and USG&E, Mr. Taffet has managed multiple projects for delivering value added services to retail electric customers. Through this work, Mr. Taffet has developed and maintained a practical working knowledge and understanding of all aspects of electric system operations. Specific projects have included, but are not limited to:

- Meter data management and validation;
- Leveraging smart meter technologies;
- Energy and load factor monitoring systems;
- Demand metering monitoring systems.

Greg Taffet joined US Gas and Electric in Dec. 2007 as their CIO. Greg oversees the management and development of all business and information technology at USGandE. In addition to day to day management he has been responsible for the technology transformation that has matched the company's growth as it has doubled in size for each of the last 4 years. Prior to joining US Gas and Electric he was the VP and CTO for MxEnergy for 9 years where he was one of the original employees. He has over 12 years of energy industry experience and 5 years electric system operations experience with an extensive background in mergers and acquisitions; and all aspects of the deregulated retail energy sector.

Greg has a Bachelor's degree from Franklin and Marshall College and a Masters degree in Computer Science from Stevens Institute of Technology. Greg Taffet serves on the board of Goodwill Industries of Western CT.

DARREN GIBBS

PROFESSIONAL EXPERIENCE

April 2011 – Present **U.S. Gas & Electric, Inc. – Director Gas Operations and Structured Pricing**

- Price and structure all retail natural gas opportunities throughout mid-Atlantic
- Analyze price trends with commercial team and develop corresponding trading strategies
- Buy and sell wholesale gas to hedge retail sales
- Scheduled and confirmed natural gas deliveries utilizing the most economical path via the web and electronic bulletin boards — primary pipeline was Transco

June 2007 – April 2011 **Pepco Energy Services – Senior Commercial Representative**

- Price and structure all retail natural gas opportunities throughout mid-Atlantic
- Analyze price trends with commercial team and develop corresponding trading strategies
- Buy and sell wholesale gas to hedge retail sales

BRIAN ROSE

PROFESSIONAL EXPERIENCE

Electric System Operational Experience

Mr. Rose has over four years of electrical system operational experience.

- At USG&E Mr. Rose is responsible for the following:
 - Assisting with customer metering disputes
 - Meter data validation
- While at Gateway Energy Services Mr. Rose oversaw all aspects of their supply operations including but not limited:
 - NYSERDA Demand Response Pilot
 - Assisting with customer metering disputes
 - Meter data validation

Through this work, Mr. Rose has developed and maintained a practical working knowledge and understanding of all aspects of electric system operations.

May 2008 – Present **U.S. Gas & Electric, Inc. – Executive Vice President Energy Supply & Business Development**

- Provide guidance and technical market knowledge to enhance expansion efforts.
 - More than doubled market penetration in existing markets since arrival.
 - Added over 7 Bcf in new markets within six months.
 - Developed market strategy for entering six additional markets.
- Initiate and coordinate corporate refinancing efforts utilizing market contacts to facilitate corporate expansion and financial objectives.
- Analyze target growth opportunities and manage the development of pricing models and resource deployment.
- Direct all aspects of natural gas and electric supply portfolio and product development.
- Provide risk management oversight to the electricity marketing efforts.

- Responsible for development, implementation, and execution of new products.
- Develop Corporate Risk Management Policy and train organization regarding risk inherent in products and programs.
- Set up enabling agreements with wholesale counterparties and broker dealers.
- Internalize all aspects of the supply chain.
- Effectively analyze portfolios of acquisition targets and identified material flaws in their portfolios.
- Recruit and develop the electric and natural gas supply department personnel.

December 2006 - May 2008 Gateway Energy Services Corporation – Vice President Energy Supply

- Responsible for electric and natural gas supply portfolios, pricing, and product development for the Corporation.
- Traded NYMEX, basis, and swing swaps to hedge and optimize the portfolio.
- Developed structured products for marketing including consensus building with internal departments and financial stakeholders.
- Analyzed target growth areas and manage the development of pricing models and market penetration.
- Developed internal systems to monitor risk and effectiveness of hedging strategies.
- Optimized supply portfolio including storage and transport to augment overall profitability of company.
- Recruited and developed supply department personnel.

January 2005 – June 2006 International Business Associates – General Director Energy Trading

- Ground up establishment of a Forward Energy Trading Desk to augment Companies International Business.
- Traded Energy Commodities and Derivatives including (NYMEX, Basis Swaps at major hubs in Northeast and Appalachia)
- Monitor positions for compliance with Corporate Trading Policy.

June 2004 – December 2004 Sprague Energy – Senior Natural Gas Trader

- Manage and Trade Forward Physical positions in Western Canada, Eastern Canada, New England, North East/ Mid-Atlantic Markets, Appalachian and Gulf Coast Markets.
- Optimize all assets, storage and transportation.
- Manage and Trade all Financial Fixed Price and Basis Positions.
- Provide Market Intelligence – Technical and Fundamental, to Cash Traders, Oil Trading Desk, Retail Department and customers.
- Main Proponent of Developing Risk Based Trading Limits, and Developing Tracking Mechanisms for forward basis and fixed price positions.
- Develop Junior Traders.

DAVID WEINBERG

PROFESSIONAL EXPERIENCE

June 2008 – Present U.S. Gas & Electric, Inc. – Vice President Finance & Accounting

- As a member of executive management and the senior financial officer of the Company, Mr. Weinberg participates in setting the strategic direction of the Company and is responsible for the execution of related Company initiatives. Mr. Weinberg leads the teams responsible for all aspects of the finance, accounting and treasury functions of the organization and its subsidiaries, including the financial close and reporting processes, planning and analysis, forecasting, budgeting, cash management, disbursements, collections and taxation.

2003-2008 KMW Holdings, Inc. – President/Owner

- Mr. Weinberg founded this company, which invested in, managed and raised capital for equity and debt positions in real estate developments. Mr. Weinberg was responsible for raising capital, negotiating and underwriting investment and property acquisition transactions, drafting deal agreements, analyzing potential returns and monitoring results.

2003-2008 The Accountant, Inc. – President/Owner and Robert Half Management Resources - Consultant

- Mr. Weinberg, through the Company he founded, the Accountant, Inc., and Robert Half Management Resources, provided senior level accounting and financial consulting services, including M&A and real estate purchase transaction due diligence, preparation of business plans and loan packages, review of private placement memorandum, development of cash management tools and Sarbanes-Oxley documentation and testing, for companies in a variety of industries.

1992-2002 AT&T Wireless Services – Director of Finance

- Mr. Weinberg led various national and regional accounting and finance teams, which were responsible for processes and procedures supporting tens of millions of customers and thousands of cell site equipment locations, integration of multiple acquisitions, planning and budgeting, process automation, purchasing and logistics and retail internal auditing, for this multi-billion dollar wireless telecommunications carrier.